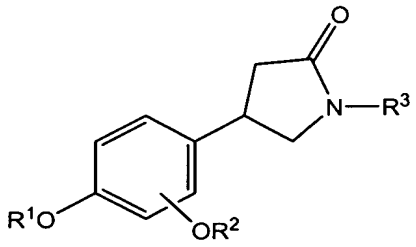
**WHAT IS CLAIMED IS:**

1. A compound having the formula:




wherein

$R^1$ is a member selected from hydrogen, substituted or unsubstituted $C_1$-$C_4$ alkyl and substituted or unsubstituted $C_{3-6}$ cycloalkyl;

$R^2$ is a member selected from substituted or unsubstituted phenyl, substituted or unsubstituted benzyl and substituted or unsubstituted $C_3$-$C_6$ cycloalkyl;

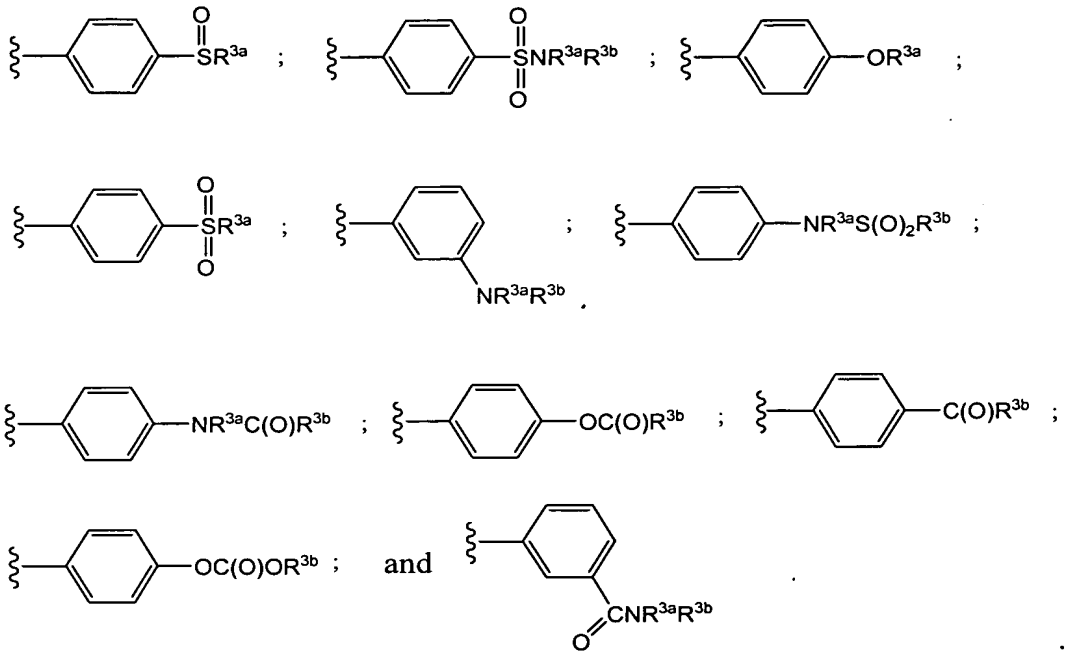
$R^3$ is a member selected from substituted or unsubstituted pyridyl, substituted or unsubstituted pyrimidyl, substituted or unsubstituted pyrazinyl, phenyl and phenyl substituted with a member selected from $S(O)nNR^{3a}R^{3b}$, $NR^{3a}S(O)nR^{3b}$, $S(O)_nR^{3a}$, $NR^{3a}R^{3b}$, $NR^{3a}C(O)R^{3b}$, $OC(O)R^{3b}$, $OC(O)OR^{3b}$, $C(O)R^{3b}$, $C(O)NR^{3a}R^{3b}$ and $OR^{3a}$;

wherein

$R^{3a}$ and $R^{3b}$ are members independently selected from H and substituted or unsubstituted $C_1$-$C_6$ alkyl and substituted or unsubstituted aryl;

n is 0, 1 or 2.

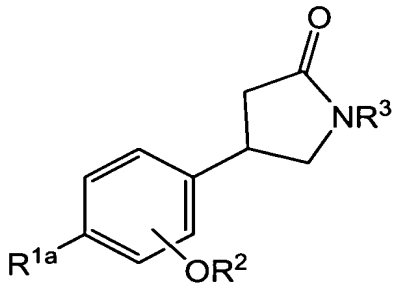
2. The compound according to claim 1 wherein $R^3$ has a formula which is a member selected from:



3. The compound according to claim 1, wherein $R^1$ is a member selected from $C_1$-$C_3$ haloalkyl or methyl.

4. The compound according to claim 1, wherein $R^2$ is cyclopentyl.

5. A method of inhibiting HIV replication in a cell, said method comprising contacting said cell with an amount of a compound sufficient to inhibit said HIV replication, said compound having the formula:



wherein

$R^{1a}$ is a members independently selected from H, and $OR^{1b}$

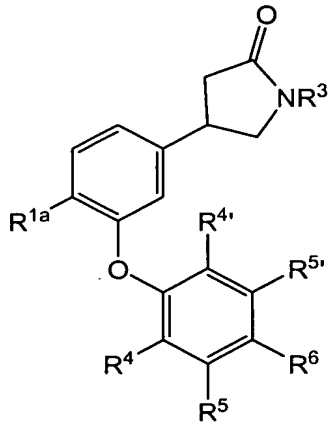
wherein

$R^{1b}$ is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

$R^2$ is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

$R^3$ is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

6. The method according to claim 5, said compound having the formula:




wherein

$R^4$, $R^{4'}$, $R^5$, $R^{5'}$ and $R^6$ are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $S(O)_2NR^{3a}R^{3b}$, $S(O)_nR^3$, $NR^{3a}R^{3b}$, $C(O)NR^{3a}R^{3b}$ and $OR^{3a}$, CN, halogen and $NO_2$.

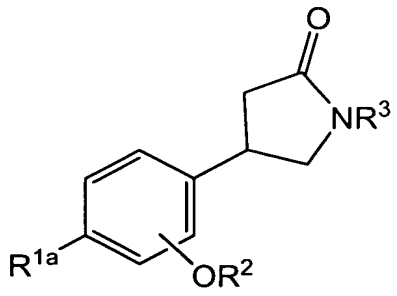
7. The method according to claim 5, wherein $R^{1a}$ is a member selected from substituted or unsubstituted $C_3$-$C_6$ cycloalkyloxy and substituted or unsubstituted phenoxy.

8. The method according to claim 5, said compound according to claim 1, wherein $R^{1b}$ is substituted or unsubstituted alkyl; and

$R^2$ is a member selected from substituted or unsubstituted $C_4$-$C_6$ cycloalkyl, substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.

9. The method according to claim 5, wherein said cell is in a human.

10. A method of inhibiting reverse transcriptase in a cell, said method comprising contacting said cell with an amount of a compound sufficient to inhibit said reverse transcriptase, said compound having the formula:




wherein

$R^{1a}$ is a members independently selected from H, and $OR^{1b}$

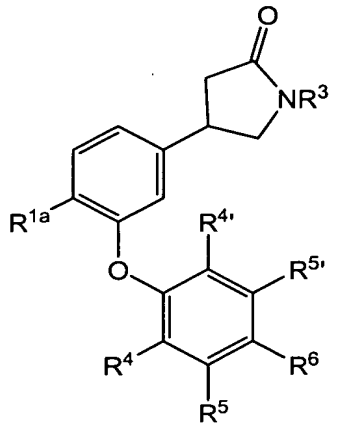
wherein

$R^{1b}$ is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

$R^2$ is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

$R^3$ is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

11. The method according to claim 10, said compound having the formula:




wherein

$R^4$, $R^{4'}$, $R^5$, $R^{5'}$ and $R^6$ are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $S(O)_2NR^{3a}R^{3b}$, $S(O)_nR^3$, $NR^{3a}R^{3b}$, $C(O)NR^{3a}R^{3b}$ and $OR^{3a}$, CN and $NO_2$.

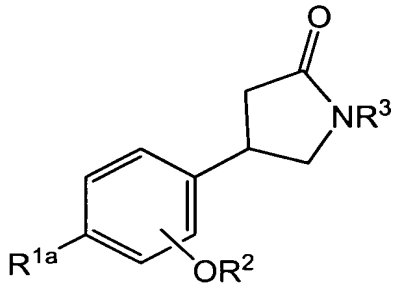
12. The method according to claim 10, wherein $R^{1a}$ is a member selected from substituted or unsubstituted $C_4$-$C_6$ cycloalkyloxy and substituted or unsubstituted phenoxy.

13. The method according to claim 10, said compound according to claim 1, wherein $R^{1b}$ is substituted or unsubstituted alkyl; and

$R^2$ is a member selected from substituted or unsubstituted $C_3$-$C_6$ cycloalkyl, substituted or unsubstituted benzyl and substituted or unsubstituted phenyl.

14. The method according to claim 10, wherein said cell is in a human.

15. A method of treating HIV infection in a human subject comprising administering to said subject an amount of a compound sufficient to treat said HIV infection, said compound having the formula:




wherein

$R^{1a}$ is a members independently selected from H, and $OR^{1b}$

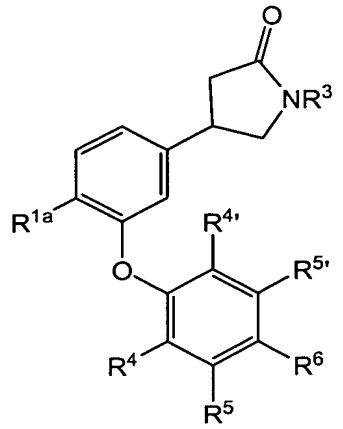
wherein

$R^{1b}$ is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

$R^2$ is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

$R^3$ is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

16. The method according to claim 15, said compound having the formula:



wherein

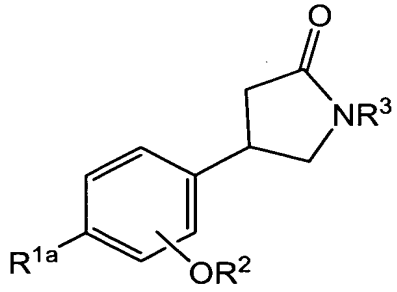
$R^4$, $R^{4'}$, $R^5$, $R^{5'}$ and $R^6$ are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $S(O)_2NR^{3a}R^{3b}$, $S(O)_nR^3$, $NR^{3a}R^{3b}$, $C(O)NR^{3a}R^{3b}$ and $OR^{3a}$, CN and $NO_2$.

17. The method according to claim 15, wherein $R^{1a}$ is a member selected from substituted or unsubstituted $C_3$-$C_6$ cycloalkyloxy and substituted or unsubstituted phenoxy.

18. The method according to claim 15, said compound according to claim 1, wherein $R^{1b}$ is substituted or unsubstituted alkyl; and

$R^2$ is a member selected from substituted or unsubstituted $C_3$-$C_6$ cycloalkyl, substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.

19. A method of providing prophylaxis against HIV infection comprising administering a prophylactic amount of a compound to a person who is at risk of HIV infection, said compound having the formula:



wherein

$R^{1a}$ is a members independently selected from H, and $OR^{1b}$

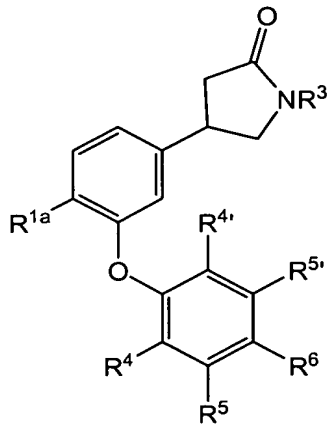
wherein

$R^{1b}$ is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

$R^2$ is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

$R^3$ is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

20. The method according to claim 19, said compound having the formula:




wherein

$R^4$, $R^{4'}$, $R^5$, $R^{5'}$ and $R^6$ are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $S(O)_2NR^{3a}R^{3b}$, $S(O)_nR^3$, $NR^{3a}R^{3b}$, $C(O)NR^{3a}R^{3b}$ and $OR^{3a}$, CN and $NO_2$.

21. The method according to claim 19, wherein $R^{1a}$ is a member selected from substituted or unsubstituted $C_4$-$C_6$ cycloalkyloxy and substituted or unsubstituted phenoxy.

22. The method according to claim 19, said compound according to claim 1, wherein $R^{1b}$ is substituted or unsubstituted alkyl; and

$R^2$ is a member selected from substituted or unsubstituted $C_4$-$C_6$ cycloalkyl, substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.